

**26<sup>th</sup> December, 2025**  
**GIL/2025-26/172**

To,

The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Fax No.: 022-22721919  
Scrip Code- 533282

The listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra- Kurla Complex  
Bandra(east), Mumbai- 400 051  
Fax No.: 022-2659 8120  
Company Code- GRAVITA

**Subject: Proceedings of Postal Ballot**

With reference to captioned subject please find enclosed summary of proceedings as required under Regulation 30 read with Para A of Part A of schedule III of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Kindly take the above on your record and oblige.

Yours faithfully

**For Gravita India Limited**

**Nitin Gupta**  
**Company Secretary**  
**(FCS-9984)**

**Encl: As above**

**Regd. Office:**

'SAURABH', Chittora Road, Diggi-Malpura Road  
Tehsil: Phagi, JAIPUR- 303 904, Raj. (INDIA)  
Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491  
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**SUMMARY OF PROCEEDINGS OF POSTAL BALLOT (THROUGH REMOTE E-VOTING) IN RESPECT OF RESOLUTION(S) AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 30<sup>TH</sup> OCTOBER, 2025 PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013, OF GRAVITA INDIA LIMITED (“THE COMPANY”), RESULTS OF WHICH DECLARED ON 26<sup>TH</sup> DECEMBER, 2025 AND DEEMED TO BE PASSED ON SAID DATE BEING THE LAST DATE OF REMOTE E-VOTING.**

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The Board of Directors (“Board”) of the Company at its meeting held on Thursday, 30<sup>th</sup> October 2025 approved the proposal to conduct a Postal Ballot pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; 3/2022 dated May 5, 2022; 11/2022 dated December 28, 2022; 09/2023 dated September 25, 2023; 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations to seek approval of the Members for the resolution(s) stated in the notice of Postal Ballot and appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary, (FCS:11285; CP:16300) partner of M/s Pinchaa & Co., Jaipur, as the Scrutinizer for scrutinizing the voting process for the Postal Ballot (through remote e-voting) in a fair and transparent manner. The Board fixed Friday, 21<sup>st</sup> November, 2025 as the cut-off date for ascertaining the name of the Shareholders to whom the notice of Postal Ballot would be sent and also provided the facility to vote on the resolution(s) through a platform provided by Central Depository Services (India) Limited (CDSL). The E-voting period commenced from 09:00 A.M. on Thursday, 27<sup>th</sup> November, 2025 and ended at 05:00 P.M. on Friday, 26<sup>th</sup> December, 2025.

In compliance with the aforementioned MCA/SEBI Circulars, the Company has sent Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the E-voting system. Members were required to communicate their assent or dissent through the remote E-voting system only.

An advertisement pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, about completion of dispatch of Postal Ballot Notice dated 30<sup>th</sup> October 2025 and containing other required information was published in Financial Express (English Edition) and Nafa Nuksan (Hindi Edition) on 27<sup>th</sup> November, 2025.

Thereafter, Mr. Akshit Kumar Jangid Practicing Company Secretary, submitted his report and other related papers with requisite details of the voting by postal ballot through remote E-voting on the resolution(s) as set-out in the Notice of Postal Ballot which was countersigned by Mr. Yogesh Malhotra, (DIN: 05332393) Whole Time Director (WTD) & CEO of the Company who was authorized by Chairman for this purpose.

Accordingly, on the basis of the Scrutinizer’s Report dated 26<sup>th</sup> December, 2025, the results on Postal Ballot (through remote E-voting process) was declared by Mr. Yogesh Malhotra (DIN: 05332393), Whole Time Director (WTD) & CEO of the Company on Friday, 26<sup>th</sup> December, 2025 at Gravita

Tower,A-27B Shanti Path, Tilak Nagar, Jaipur-302004, Rajasthan and all the resolution(s) as set out in the Notice of Postal Ballot dated 30<sup>th</sup> October 2025 has deemed to have been passed on Friday, 26<sup>th</sup> December, 2025, the last date of receipt of remote e-voting, brief details of which are provided hereunder:-

**Item 1:**

**TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. RAJAT AGRAWAL (DIN: 00855284), CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY:**

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	50586218	99.9563	22127	0.0437	0
<b>TOTAL</b>	<b>50586218</b>	<b>99.9563</b>	<b>22127</b>	<b>0.0437</b>	<b>0</b>

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 1 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority.

Accordingly, the Resolution as reproduced hereunder has been passed as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the said Act and the applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Articles of Association and on the recommendation of Nomination and Remuneration Committee of the Company and approval of Board of Directors, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Rajat Agrawal (DIN: 00855284), Chairman cum Managing director of the Company for the remaining term of his office with effect from 1<sup>st</sup> April, 2025 and the revised remuneration structure shall be as follows:-

**SALARY AND PERQUISITES:**

**Basic**-Rs. 23,07,677/- Per month (Rupees Twenty-Three Lacs Seven Thousand Six Hundred Seventy-Seven Only)

**HRA, Perquisites & other allowances**-Rs. 32,93,556/- Per month (Rupees Thirty-Two Lacs Ninety-Three Thousand Five Hundred and Fifty-Six Only)

**OTHER TERMS AND CONDITIONS:**

- The Managing Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.
- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund, superannuation or annuity fund, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances as mentioned above.
- All other terms and conditions shall remain same.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Rajat Agrawal (DIN: 00855284), Chairman cum Managing director of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Rajat Agrawal (DIN: 00855284).

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all the things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item 2:**

**TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. YOGESH MALHOTRA (DIN: 05332393), WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY:**

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution	Votes against the resolution	Abstained / Invalid votes

	<b>No. of shares</b>	<b>Percentage</b>	<b>No. of shares</b>	<b>Percentage</b>	<b>No. of shares</b>
<b>Remote E-voting</b>	49571681	98.0165	1003131	1.9835	0
<b>TOTAL</b>	<b>49571681</b>	<b>98.0165</b>	<b>1003131</b>	<b>1.9835</b>	<b>0</b>

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 2 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority.

Accordingly, the Resolution as reproduced hereunder has been passed as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the said Act and the applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)(including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Articles of Association, and on the recommendation of Nomination and Remuneration Committee of the Company and approval of Board of Directors, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-time Director & CEO of the Company for the remaining term of his office with effect from 1<sup>st</sup> April, 2025 and the revised remuneration structure shall be as follows:-

#### **SALARY AND PERQUISITES:**

**Basic** –Rs. 3,36,000/- Per month (Rupees Three Lacs and Thirty-Six Thousand Only)

**HRA, Perquisites & other allowances** –Rs. 4,50,948/- Per month (Rupees Four Lacs Fifty Thousand Nine Hundred and Fourty -Eight Only)

**Special Ex-Gratia** –Rs. 62,50,000 /- Per month (Rupees Sixty-Two Lacs Fifty Thousand Only)

#### **OTHER TERMS AND CONDITIONS:**

- The Whole-time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.
- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund, superannuation or annuity fund, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances as mentioned above.
- Special Ex-Gratia – Rs. 62,50,000/- Per month (Rupees Sixty-Two Lacs Fifty Thousand Only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Chairman

cum Managing Director be and is hereby authorized on behalf of Board to take decision for the same from time to time.

- All other terms and conditions shall remain same.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Yogesh Malhotra (DIN: 05332393), as Whole-time Director & CEO of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Yogesh Malhotra (DIN: 05332393).

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all the things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item 3:**

**TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. SUNIL KANSAL (DIN: 09208705), WHOLE-TIME DIRECTOR & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:**

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	49566186	98.0057	1008626	1.9943	0
<b>TOTAL</b>	<b>49566186</b>	<b>98.0057</b>	<b>1008626</b>	<b>1.9943</b>	<b>0</b>

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 3 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority.

Accordingly, the Resolution as reproduced hereunder has been passed as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the said Act and the applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)(including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Articles of Association, and on the recommendation of Nomination and Remuneration Committee of the Company and approval of Board of Directors, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Sunil Kansal (DIN: 09208705), Whole-time Director & CFO of the Company for the remaining term of his office with effect from 1<sup>st</sup> April, 2025 and the revised remuneration structure shall be as follows:-

**SALARY AND PERQUISITES:**

**Basic** –Rs. 2,52,000/- Per month (Rupees Two Lacs and Fifty-Two Thousand Only)

**HRA, Perquisites & other allowances** –Rs. 3,37,570/- Per month (Rupees Three Lacs Thirty-Seven Thousand Five Hundred and Seventy Only)

**Special Ex-Gratia** –Rs. 6,25,000 /- Per month (Rupees Six Lacs Twenty-Five Thousand Only)

**OTHER TERMS AND CONDITIONS:**

- The Whole-time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.
- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund, superannuation or annuity fund, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances as mentioned above.
- Special Ex-Gratia – Rs. 6,25,000 /- Per month (Rupees Six Lacs Twenty-Five Thousand Only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Managing Director be and is hereby authorized on behalf of Board to take decision for the same from time to time.
- All other terms and conditions shall remain same.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Sunil Kansal (DIN: 09208705), as Whole-time Director & CFO of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Sunil Kansal (DIN: 09208705).

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all the things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Yogesh Malhotra**  
**Whole Time Director (WTD) & CEO**  
**(DIN: 05332393)**

**Date: 26.12.2025**

**Place: Jaipur**

**For Gravita India Limited**

**Nitin Gupta**  
**(Company Secretary)**  
**FCS:9984**